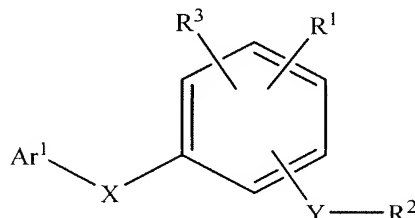


### AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application:

#### Listing of the Claims:

Claim 1 (previously presented): A compound having the formula:



wherein

Ar<sup>1</sup> is a substituted or unsubstituted phenyl or a substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of -O-, -C(O)-, -S(O)<sub>k</sub>- and -CH<sub>2</sub>-,

wherein

the subscript k is an integer of from 0 to 2;

Y is N(R<sup>12</sup>)-S(O)<sub>m</sub>-,

wherein

R<sup>12</sup> is selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R<sup>1</sup> is a member selected from the group consisting of (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, cyano, nitro, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-OR<sup>17</sup>, -O-C(O)-R<sup>17</sup>, -O-C(O)-NR<sup>15</sup>R<sup>16</sup>, -N(R<sup>14</sup>)-C(O)-NR<sup>15</sup>R<sup>16</sup>, -N(R<sup>14</sup>)-C(O)-R<sup>17</sup> and -N(R<sup>14</sup>)-C(O)-OR<sup>17</sup>;

wherein

R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

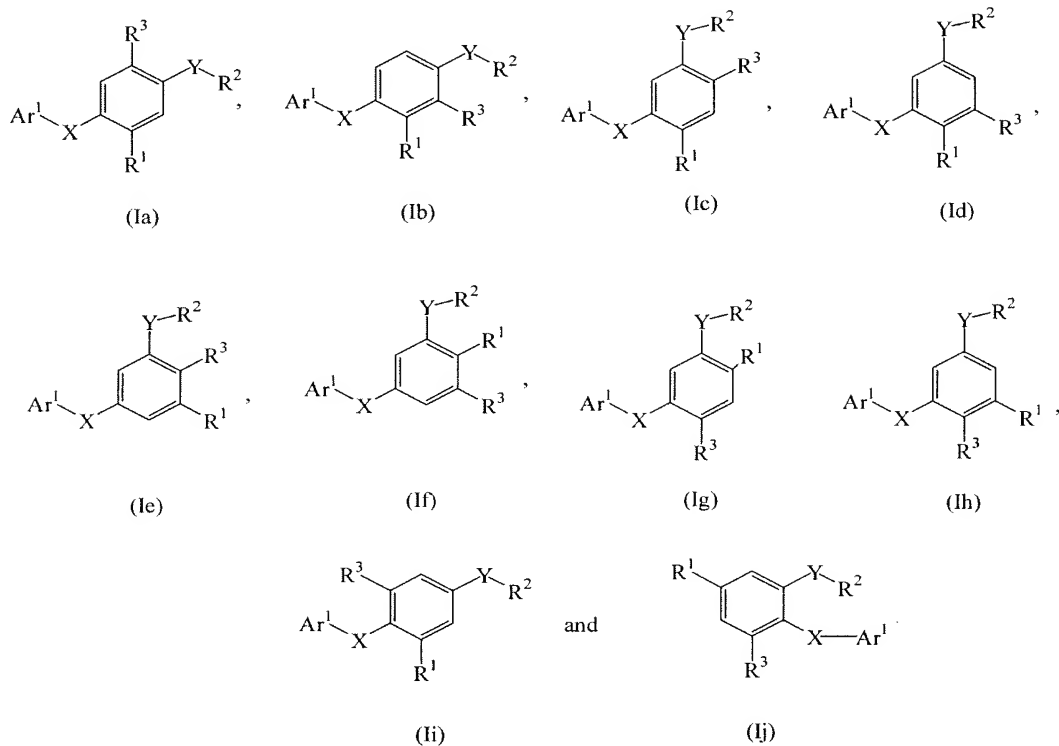
R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl, and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or taken together with the nitrogen to which each is attached form a 5-,

6- or 7-membered ring;  
 $R^{17}$  is a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;  
the subscript p is an integer of from 0 to 3; and  
the subscript q is an integer of from 1 to 2; and  
 $R^2$  is a substituted or unsubstituted aryl; and  
 $R^3$  is a member selected from the group consisting of halogen, cyano, nitro and (C<sub>1</sub>-C<sub>8</sub>)alkoxy;  
or a pharmaceutically acceptable salt of the compound.

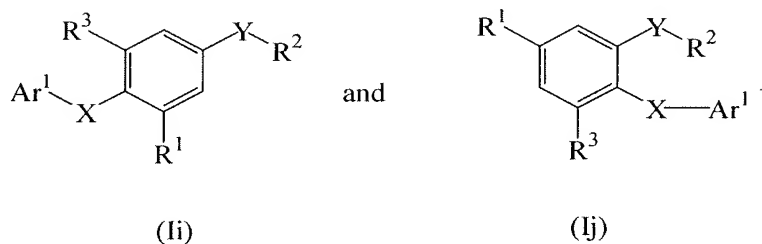
Claim 2 (previously presented): A compound of claim 1, wherein  $R^2$  is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 3 (original): A compound of claim 2, wherein  $Ar^1$  is a substituted or unsubstituted phenyl group.

Claim 4 (original): A compound of claim 3, represented by a formula selected from the group consisting of



Claim 5 (original): A compound of claim 3, represented by a formula selected from the group consisting of



Claim 6 (previously presented): A compound of claim 5, wherein

X is a divalent linkage selected from the group consisting of  $-\text{CH}_2-$ ,  $-\text{O}-$ ,  $-\text{C}(\text{O})-$ , and  $-\text{S}-$ ;

Y is  $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$ ,

wherein

$\text{R}^{12}$  is a member selected from the group consisting of hydrogen and  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ;

$\text{R}^1$  is a member selected from the group consisting of halogen,  $(\text{C}_1-\text{C}_8)\text{alkyl}$ ,  $(\text{C}_2-\text{C}_8)\text{heteroalkyl}$ ,  $(\text{C}_1-\text{C}_8)\text{alkoxy}$ ,  $-\text{C}(\text{O})\text{R}^{14}$ ,  $-\text{CO}_2\text{R}^{14}$ ,  $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$ ,  $-\text{S}(\text{O})_p-\text{R}^{14}$ ,  $-\text{S}(\text{O})_q-\text{NR}^{15}\text{R}^{16}$ ,  $-\text{O}-\text{C}(\text{O})-\text{R}^{17}$ , and  $-\text{N}(\text{R}^{14})-\text{C}(\text{O})-\text{R}^{17}$ ;

wherein

R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R<sup>17</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R<sup>2</sup> is a substituted or unsubstituted phenyl; and

R<sup>3</sup> is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

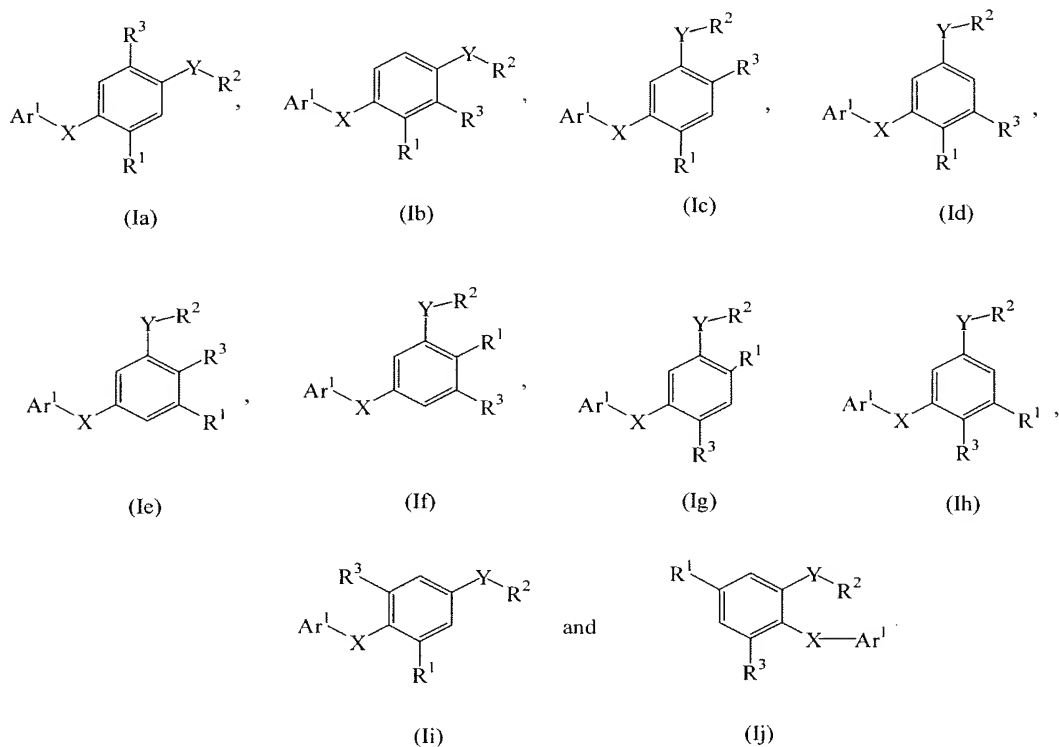
Claim 7 (previously presented): A compound of claim 6, wherein X is -O-, or -S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 8 (previously presented): A compound of claim 7, wherein Ar<sup>1</sup> is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

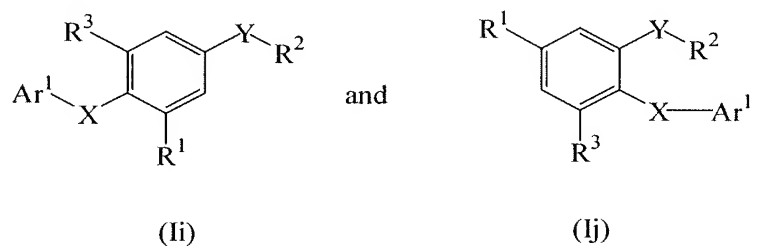
Claims 9 -14 (canceled).

Claim 15 (original): A compound of claim 2, wherein Ar<sup>1</sup> is a substituted or unsubstituted naphthyl group.

Claim 16 (original): A compound of claim 15, represented by a formula selected from the group consisting of



Claim 17 (original): A compound of claim 16, represented by a formula selected from the group consisting of



Claim 18 (previously presented): A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of -CH<sub>2</sub>-, -O-, -C(O)-, and -S-;

wherein

R<sup>11</sup> is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>8</sub>)alkyl;

Y is -N(R<sup>12</sup>)-S(O)<sub>2</sub>-,

wherein

$R^{12}$  is a member selected from the group consisting of hydrogen and (C<sub>1</sub>-C<sub>8</sub>)alkyl;

$R^1$  is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O) $R^{14}$ , -CO<sub>2</sub> $R^{14}$ , -C(O)NR<sup>15</sup> $R^{16}$ , -S(O)<sub>p</sub>- $R^{14}$ , -S(O)<sub>q</sub>-NR<sup>15</sup> $R^{16}$ , -O-C(O)- $R^{17}$ , and -N( $R^{14}$ )-C(O)- $R^{17}$ ;

wherein

$R^{14}$  is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, hetero(C<sub>1</sub>-C<sub>8</sub>)alkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

$R^{15}$  and  $R^{16}$  are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$  is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl and (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

$R^2$  is a substituted or unsubstituted phenyl; and

$R^3$  is a member selected from the group consisting of halogen and (C<sub>1</sub>-C<sub>8</sub>)alkoxy.

Claim 19 (previously presented): A compound of claim 18, wherein X is -O- or -S-; Y is -NH-SO<sub>2</sub>-;  $R^1$  is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O) $R^{14}$ , -CO<sub>2</sub> $R^{14}$ , -C(O)NR<sup>15</sup> $R^{16}$ , -S(O)<sub>p</sub>- $R^{14}$  and -S(O)<sub>q</sub>-NR<sup>15</sup> $R^{16}$ ;  $R^2$  is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  $R^3$  is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 20 (original): A compound of claim 19, wherein Ar<sup>1</sup> is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>;  $R^1$  is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy;  $R^2$  is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and  $R^3$  is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 21-54 (canceled).

Claim 55 (previously presented): A compound of claim 2, wherein  $R^2$  is substituted phenyl.

Claim 56 (previously presented): A compound of claim 7, wherein X is -O-.

Claim 57 (previously presented): A compound of claim 7, wherein X is -S-.

Claim 58 (previously presented): A compound of claim 7, wherein the compound is of formula Ii.

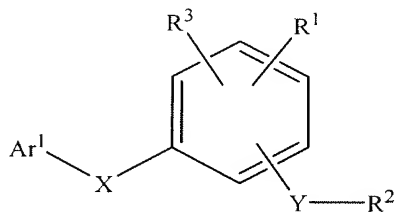
Claim 59 (previously presented): A compound of claim 15, wherein  $Ar^1$  is unsubstituted naphthyl.

Claim 60 (previously presented): A compound of claim 19, wherein X is -S-.

Claim 61 (previously presented): A compound of claim 19, wherein X is -O-.

Claim 62 (previously presented): A compound of claim 19, wherein the compound is of formula Ii.

Claim 63 (previously presented): A composition comprising a pharmaceutically acceptable carrier or excipient and a compound having the formula:



wherein

$Ar^1$  is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of -O-, -C(O)-, -S(O)<sub>k</sub>- and -CH<sub>2</sub>-,

wherein

the subscript k is an integer of from 0 to 2;

Y is  $N(R^{12})-S(O)_m-$ ,

wherein

$R^{12}$  is selected from the group consisting of hydrogen,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl and aryl $(C_1-C_4)$ alkyl; and the subscripts m and n are independently integers of from 0 to 2;

$R^1$  is a member selected from the group consisting of  $(C_2-C_8)$ heteroalkyl, aryl, aryl $(C_1-C_4)$ alkyl, halogen, cyano, nitro,  $(C_1-C_8)$ alkyl,  $(C_1-C_8)$ alkoxy,  $-C(O)R^{14}$ ,  $-CO_2R^{14}$ ,  $-C(O)NR^{15}R^{16}$ ,  $-S(O)_p-R^{14}$ ,  $-S(O)_q-NR^{15}R^{16}$ ,  $-O-C(O)-OR^{17}$ ,  $-O-C(O)-R^{17}$ ,  $-O-C(O)-NR^{15}R^{16}$ ,  $-N(R^{14})-C(O)-NR^{15}R^{16}$ ,  $-N(R^{14})-C(O)-R^{17}$  and  $-N(R^{14})-C(O)-OR^{17}$ ;

wherein

$R^{14}$  is a member selected from the group consisting of hydrogen,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl, aryl and aryl $(C_1-C_4)$ alkyl;

$R^{15}$  and  $R^{16}$  are members independently selected from the group consisting of hydrogen,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl, aryl, and aryl $(C_1-C_4)$ alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$  is a member selected from the group consisting of  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl, aryl and aryl $(C_1-C_4)$ alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

$R^2$  is a substituted or unsubstituted aryl; and

$R^3$  is a member selected from the group consisting of halogen, cyano, nitro and  $(C_1-C_8)$ alkoxy;

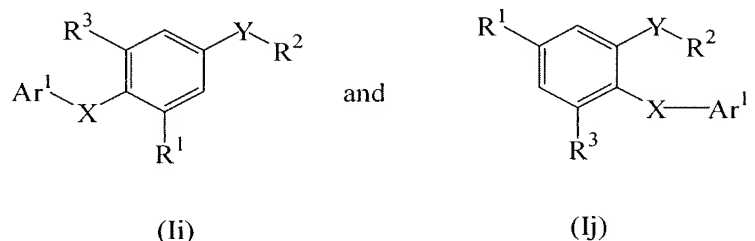
or a pharmaceutically acceptable salt of the compound.

Claim 64 (previously presented): A composition of claim 63, wherein  $R^2$  is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 65 (previously presented): A composition of claim 64, wherein  $Ar^1$  is a substituted or unsubstituted phenyl group.



Claim 66 (previously presented): A composition of claim 65, wherein the compound is represented by a formula selected from the group consisting of



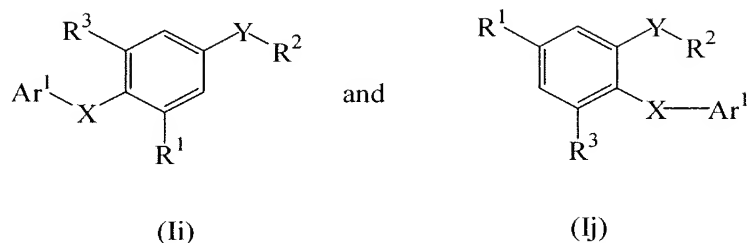
and wherein X is  $-O-$  or  $-S-$ ; Y is  $-NH-SO_2-$ ;  $R^1$  is a member selected from the group consisting of halogen,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl,  $(C_1-C_8)$ alkoxy,  $-C(O)R^{14}$ ,  $-CO_2R^{14}$ ,  $-C(O)NR^{15}R^{16}$ ,  $-S(O)_p-R^{14}$  and  $-S(O)_q-NR^{15}R^{16}$ ;  $R^2$  is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen,  $-OCF_3$ ,  $-OH$ ,  $-O(C_1-C_8)$ alkyl,  $-C(O)-(C_1-C_8)$ alkyl,  $-CN$ ,  $-CF_3$ ,  $(C_1-C_8)$ alkyl and  $-NH_2$ ; and  $R^3$  is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 67 (previously presented): A composition of claim 66, wherein  $Ar^1$  is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen,  $-OCF_3$ ,  $-OH$ ,  $-O(C_1-C_6)$ alkyl,  $-CF_3$ ,  $(C_1-C_8)$ alkyl and  $-NO_2$ ;  $R^1$  is a member selected from the group consisting of halogen,  $(C_1-C_8)$ alkyl,  $(C_2-C_8)$ heteroalkyl and  $(C_1-C_8)$ alkoxy;  $R^2$  is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen,  $-OCF_3$ ,  $-OH$ ,  $-O(C_1-C_8)$ alkyl,  $-C(O)-(C_1-C_8)$ alkyl,  $-CN$ ,  $-CF_3$ ,  $(C_1-C_8)$ alkyl and  $-NH_2$ ; and  $R^3$  is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 68 (previously presented): A composition of claim 67, wherein the compound is of formula Ii.

Claim 69 (previously presented): A composition of claim 63, wherein  $Ar^1$  is substituted or unsubstituted naphthyl group.

Claim 70 (previously presented): A composition of claim 69, wherein the compound is represented by a formula selected from the group consisting of

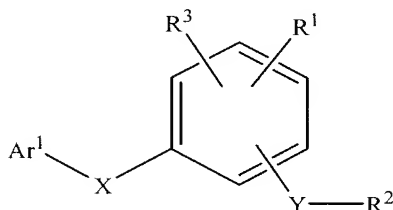


and wherein X is -O- or -S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 71 (previously presented): A composition of claim 70, wherein Ar<sup>1</sup> is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 72 (previously presented): A composition of claim 71, wherein the compound is of formula Ii.

Claim 73 (currently amended): A method for modulating conditions associated with a metabolic or inflammatory disorders disorder in a host, said method comprising administering to said host an efficacious amount of a compound having the formula:



wherein

Ar<sup>1</sup> is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;  
X is a divalent linkage selected from the group consisting of -O-, -C(O)-, -S(O)<sub>k</sub>- and

-CH<sub>2</sub>-,

wherein

the subscript k is an integer of from 0 to 2;

Y is N(R<sup>12</sup>)-S(O)<sub>m</sub>-,

wherein

R<sup>12</sup> is selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R<sup>1</sup> is a member selected from the group consisting of (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl, aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, halogen, cyano, nitro, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup>, -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>, -O-C(O)-OR<sup>17</sup>, -O-C(O)-R<sup>17</sup>, -O-C(O)-NR<sup>15</sup>R<sup>16</sup>, -N(R<sup>14</sup>)-C(O)-NR<sup>15</sup>R<sup>16</sup>, -N(R<sup>14</sup>)-C(O)-R<sup>17</sup> and -N(R<sup>14</sup>)-C(O)-OR<sup>17</sup>;

wherein

R<sup>14</sup> is a member selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

R<sup>15</sup> and R<sup>16</sup> are members independently selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl, and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R<sup>17</sup> is a member selected from the group consisting of (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, aryl and aryl(C<sub>1</sub>-C<sub>4</sub>)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

R<sup>2</sup> is a substituted or unsubstituted aryl; and

R<sup>3</sup> is a member selected from the group consisting of halogen, cyano, nitro and (C<sub>1</sub>-C<sub>8</sub>)alkoxy;

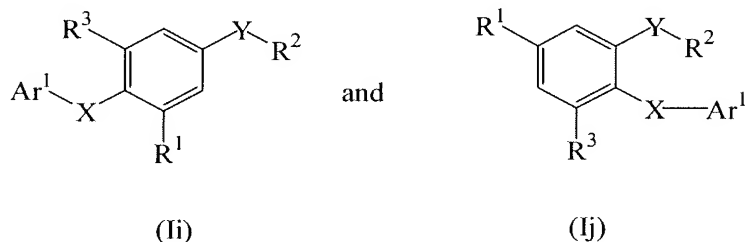
or a pharmaceutically acceptable salt of the compound;

wherein said metabolic disorder is selected from the group consisting of non-insulin-dependent diabetes mellitus (NIDDM), obesity and hypercholesterolemia.

Claim 74 (previously presented): The method of claim 73, wherein R<sup>2</sup> is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 75 (previously presented): The method of claim 73, wherein Ar<sup>1</sup> is a substituted or unsubstituted phenyl group.

Claim 76 (previously presented): The method of claim 75, wherein the compound is represented by a formula selected from the group consisting of



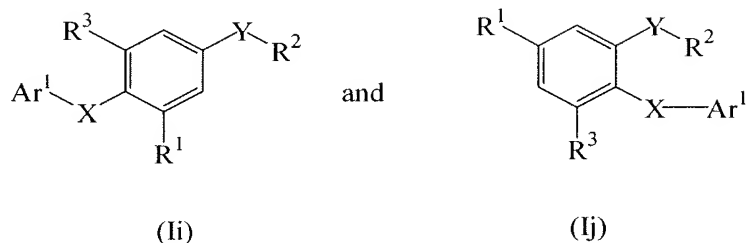
and wherein X is -O- or -S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 77 (previously presented): The method of claim 76, wherein Ar<sup>1</sup> is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 78 (previously presented): The method of claim 77, wherein the compound is of formula ii.

Claim 79 (previously presented): The method of claim 73, wherein Ar<sup>1</sup> is a substituted or unsubstituted naphthyl group.

Claim 80 (previously presented): The method of claim 79, wherein the compound represented by a formula selected from the group consisting of



and wherein X is -O- or -S-; Y is -NH-SO<sub>2</sub>-; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl, (C<sub>1</sub>-C<sub>8</sub>)alkoxy, -C(O)R<sup>14</sup>, -CO<sub>2</sub>R<sup>14</sup>, -C(O)NR<sup>15</sup>R<sup>16</sup>, -S(O)<sub>p</sub>-R<sup>14</sup> and -S(O)<sub>q</sub>-NR<sup>15</sup>R<sup>16</sup>; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 81 (previously presented): The method of claim 80, wherein Ar<sup>1</sup> is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>6</sub>)alkyl, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NO<sub>2</sub>; R<sup>1</sup> is a member selected from the group consisting of halogen, (C<sub>1</sub>-C<sub>8</sub>)alkyl, (C<sub>2</sub>-C<sub>8</sub>)heteroalkyl and (C<sub>1</sub>-C<sub>8</sub>)alkoxy; R<sup>2</sup> is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF<sub>3</sub>, -OH, -O(C<sub>1</sub>-C<sub>8</sub>)alkyl, -C(O)-(C<sub>1</sub>-C<sub>8</sub>)alkyl, -CN, -CF<sub>3</sub>, (C<sub>1</sub>-C<sub>8</sub>)alkyl and -NH<sub>2</sub>; and R<sup>3</sup> is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 82 (previously presented n): The method of claim 81, wherein the compound is of formula Ii.

Claim 83 (previously presented): The method of claim 73, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

Claim 84 (previously presented): The method of claim 73, wherein said administering is oral.

Claim 85 (currently amended). The method of claim 73, wherein said ~~disorders are selected from the group consisting of~~ metabolic disorder is NIDDM.

Claim 86 (currently amended): The method of claim ~~[[85]]~~73, wherein said metabolic disorders are mediated by PPAR $\gamma$ .